

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QWIZ, Inc.		08/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	Sixth & Marquette
Internal Address:	MAC N9305-072
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78593481	WORKFORCESELECT-ABILITY
Registration Number:	2244838	QWIZTEK
Registration Number:	2658711	QWIZTEK
Registration Number:	1577565	QWIZ
Registration Number:	2648967	QWIZ
Registration Number:	2768712	QWIZ

CORRESPONDENCE DATA

Fax Number: (916)329-4900

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 213-629-2020

Email: lpartmann@orrick.com

Correspondent Name: Christine Tognoli

Address Line 1: 777 South Figueroa Street

Address Line 2: Suite 3200

CH \$165.00 78593481

900031439

TRADEMARK
REEL: 003152 FRAME: 0790

Address Line 4: Los Angeles, CALIFORNIA 90017-5855

NAME OF SUBMITTER:

Christine Tognoli

Signature:

/Christine Tognoli/

Date:

09/02/2005

Total Attachments: 6

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GRANT OF SECURITY INTEREST

(TRADEMARKS)

THIS GRANT OF SECURITY INTEREST, dated as of August 1, 2005, is executed by QWIZ, INC., a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of even date herewith (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ePredix, Inc., Qwiz, Inc., Personnel Decisions Research Institutes, Inc., ePredix Holdings, Inc., Qwiz Acquisitions Corporation, Qwiz-ePredix Operations Inc., the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of August 1, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

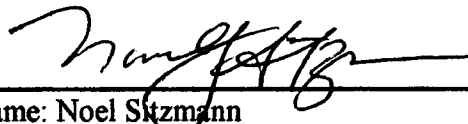
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
MAC N9305-072
Sixth & Marquette
Minneapolis, MN 55479
Attention: Casey P. Kelly
Assistant Vice President
Tel. No. (612) 667-4532
Fax No. (612) 667-0505

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

QWIZ, INC.

By: 
Name: Noel Sitzmann
Title: Chief Executive Officer

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF Georgia

COUNTY OF Fulton

)
) ss.
)

On July 31, 2005, before me, Betty Smyers / Notary,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared [Signature],
Name of Signer(s)

- ☐ personally known to me – OR – ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public, Fulton County, Georgia
My Commission Expires September 13, 2005

[Signature]
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- ☐ Individual
☐ Corporate Officer

Title(s)

- ☐ Partner(s) ☐ Limited
☐ General
☐ Attorney-In-Fact
☐ Trustee(s)
☐ Guardian/Conservator
☐ Other: _____

Signer is Representing:
Name of Person(s) or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document

Number of Pages

Date of Document

Signer(s) Other Than Named Above

SCHEDULE 1-A AND SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARKS AND TRADEMARK APPLICATIONS

COUNTRY	MARK	STATUS	APP. NO.	REG. NO.
Australia	Q & Design	Registered	763458	763458
Australia	QWIZ (Stylized)	Registered	763461	763461
Australia	QWIZ (Word Mark)	Registered	763459	763459
Australia	QWIZTEK (Stylized)	Registered	763460	763460
Australia	QWIZ	Registered	888828	888828
Australia	QWIZTEK (Stylized)	Registered	888330	888330
Australia	QWIZTEK	Pending	888327	
Benelux	QWIZ (Stylized)	Registered	834473	560059
Canada	QWIZ (Stylized)	Registered	773225	460765
Canada	QWIZTEK	Registered	CA1114123 00	589852
Canada	QWIZ	Pending	CA1114121 00	
Canada	QWIZ DESIGN	Pending	CA1114122 00	
European Community	QWIZTEK	Pending	2368538	
European Community	QWIZ (Stylized)	Registered	EC0005240 74	524074
European Community	QWIZ	Registered	EC0023677 95	2367795
European Community	QWIZ (Stylized)	Registered	EC0023678 37	2367837
France	QWIZ (Stylized)	Registered	94/537606	9453760 6
Germany	QWIZ (Stylized)	Registered	Q1927/9WZ	2902505
South Africa	Q & Design	Registered	9809034	9809034
South Africa	QWIZ	Registered	93/4117	93/4117
South Africa	QWIZ	Pending	2001/15642	
South Africa	QWIZ (Stylized)	Registered	9809031	9809031
South Africa	QWIZ (Word Mark)	Registered	9810661	9810661

COUNTRY	MARK	STATUS	APP. NO.	REG. NO.
South Africa	QWIZ (Stylized)	Pending	2001/15643	
South Africa	QWIZ (Stylized)	Pending	2001/15644	
South Africa	QWIZTEK	Pending	2001/15645	
South Africa	QWIZTEK (Word Mark)	Pending	9809033	
South Africa	QWIZTEK (Stylized)	Pending	9809022	
United Kingdom	QWIZ	Registered	UK001585816	1585816
United States	QWIZTEK (Stylized)	Registered	75/067,994	2244838
United States	QWIZTEK	Registered	76/305,800	2,658,711
United States	QWIZ (Stylized)	Registered	73/805,166	1,577,565
United States	QWIZ	Registered	76/306,337	2,648,967
United States	QWIZ	Registered	76/305,841	2,768,712
United States	WORKFORCESELECT-ABILITY	Pending	78/593,481	